

ESA Governance Renovation FAQ. (December 2019)

Why has the GB undertaken a governance review now?

- As part of strategic planning, we identified a broader goal of engaging the Council and members more deeply in the Society.
- The GB has embarked on the goal of modernizing the governance of the Society to increase transparency, communication, and participation by members in the work of the Society.

What are the goals of this effort?

- Modernize governance structure for the larger, more professionally managed society we have become.
- Align our structure with our purpose and organization, and delegate responsibility to ensure appropriate engagement, efficiency, and effectiveness.
- Increase clarity and communication of what different parts of our leadership groups we do and how we do it.
- Allow for continued growth and flexibility of the Society.

What are the new documents?

- The Proposed Bylaws combine the Constitution and Bylaws into a single document that reflects best practices in the governance of scientific societies. The current governance documents (Constitution, and Bylaws) that guide the workings of the Society are outdated and often contradictory. Because the new Bylaws will replace the current Bylaws and Constitution, the membership must vote to dissolve the constitution.
- Detailed policies and procedures are moved to a Policies & Procedures Handbook that can be updated over time.

What governance changes have been made?

- Updates in keeping with today's technology, such as allowing for virtual meetings and electronic voting.
- Removing contradictory language in the documents, such as both the Executive Director and the Governing Board having the authority to hire and fire employees.
- Creating more continuity on the Governing Board, such as changing the terms of Members at Large from 2 to 3 years to give them more time to contribute.
- Clarifying and streamlining the relationship between the members, Council, and Governing Board, such as eliminating redundant budget reviews by the Governing Board and by Council, and having members work through the Council as the larger, more representative body.

What are the next steps?

- The ESA membership voted in Sept-Oct to dissolve the constitution, to be replaced by new Bylaws.
- The ESA Council will vote on the new Bylaws in Dec-Feb.
- If approved, the new Bylaws (and procedures) would take effect on March 1, 2020. The new procedures would be in place for next year's elections.

- The Governing Board will embark on further examination of the roles of sections, chapters, committees, and staff during the second phase of review (2020-2021).

Who do I contact if I have additional questions?

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- Osvaldo Sala, President: osvaldo.sala@asu.org
- Catherine O’Riordan, Executive Director: coriordan@esa.org

For more information, please refer to the [Governance Subcommittee Final Report and Proposed Bylaws—Track Changes](#).